

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CHARLES T. KAPPLER
JOHN H. DOYLE
RICHARD N. BAGENSTOS
JAMES C. MARTIN, JR.

* ALSO ADMITTED IN NEW YORK
* ALSO ADMITTED IN MARYLAND

LAW OFFICES
ALVORD AND ALVORD

200 WORLD CENTER BUILDING RECORDATION NO

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C. APR 17 1989 -1 50 PM

20006-2973

(202) 393-2266

INTERSTATE COMMERCE COMMISSION

16291

OF COUNSEL
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RECORDATION NO

16291

FILED 1425

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INTERSTATE COMMERCE COMMISSION

Ms. Noretta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) fully executed original copies each of 1) Lease of Equipment #8 dated as of February 16, 1989, and 2) Lease Assignment Agreement dated as of March 29, 1989 (primary and secondary documents, respectively, as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177) and Bill of Sale dated as of March 29, 1989 (a primary document, as so defined).

The names and addresses of the parties to the enclosed document are:

Lessor/Assignor/

Seller: SLX Canada Inc.
1500 Bow Valley Square IV
250 - 6th Avenue S.W.
Calgary, Alberta T2P 3H7
CANADA

Lessee:

Canadian National Railway Company
935 de La Gauchetiere West
Montreal, Quebec H3B 2M9
CANADA

Assignee/

Purchaser: Sun Life Assurance Company of Canada
200 University Avenue, 13th Floor
Toronto, Ontario M5H 3C7
CANADA

NOTED
APR 17 1 43 PM '89

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
April 17, 1989
Page Two

A description of the railroad equipment covered by the enclosed documents is set forth in Schedule A attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$39 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed documents to appear in the Commission's Index is:

Lease of Equipment #8 dated as of February 16, 1989 between SLX Canada Inc., Lessor, and Canadian National Railway Company, Lessee; Lease Assignment Agreement dated as of March 29, 1989 between SLX Canada Inc., Assignor, and Sun Life Assurance Company of Canada, Assignee, and Bill of Sale dated as of March 29, 1989 between SLX Canada Inc., Seller, and Sun Life Assurance Company of Canada, Purchaser.

Very truly yours,

Charles T. Kappler

Enclosures

APR 17 1989 -1 50 PM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

THIS BILL OF SALE is made and delivered pursuant to the Equipment Purchase Agreement (the "Agreement") made as of March 29, 1989 between SLX Canada Inc., a corporation formed under the Canada Business Corporations Act (the "Seller") having an office at 1500 Bow Valley Square IV, 250 6th Avenue S.W., Calgary, Alberta, T2P 3H7 and Sun Life Assurance Company of Canada having an office at 200 University Avenue, 13th Floor, Toronto, Ontario M5H 3C7 (the "Purchaser").

KNOW ALL MEN BY THESE PRESENTS, that the Seller for good and valuable consideration as set forth in the Agreement, the receipt of which is hereby acknowledged, does hereby sell, transfer, assign, convey, set over and deliver, unto the Purchaser, its successors and assigns, all of the Seller's right, title and interest in and to the equipment as set forth in Schedule A attached hereto (the "Equipment").

TO HAVE AND TO HOLD the same and each thereof unto the Purchaser, its successors and assigns, to its and their use and benefit forever.


The Seller warrants to the Purchaser that the Seller has good and valid title to the Equipment, free and clear of all liens and encumbrances whatsoever, and the Seller covenants that it will warrant and defend such title against all claims and demands whatsoever originating prior to the date hereof.

The Equipment is being sold hereunder on an "as is" "where is" basis and "with all faults". Except as set forth above the Seller makes no warranty, either expressed or implied, including any implied warranty as to merchantability, durability, fitness for a particular purpose, design or condition and expressly disclaims liability for lost profit or indirect, incidental, consequential, or commercial losses in all other obligations or liabilities.

IN WITNESS WHEREOF, the Seller has caused this BILL OF SALE to be executed and delivered by its duly authorized officers as of the 29th day of March 1989.


SLX Canada Inc.

By:


Paul J.D. Miller
Director

c/s

By:


Bruce C. Barker
Director

SCHEDULE A

DESCRIPTION OF UNITS

TYPE: SD-60F, 3800 HP, Diesel Electric Locomotives

SPECIFICATIONS: In accordance with Builder's Proposal DDL 1309 dated January 19, 1988, CN's letter dated December 7, 1989, the Builder's Proposal letter dated January 19, 1988, CN's letter of March 10, 1988 revised March 16, 1988 and the Builder's letter dated March 25, 1988.

BUILDER: General Motors of Canada Limited, London, Ontario

IDENTIFICATION NUMBERS: CN 5509 to CN 5513 (inclusive)

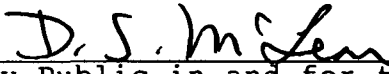
QUANTITY: 5

PROVINCE OF ONTARIO

CITY OF TORONTO

) BILL OF SALE dated March 29, 1989
) between SLX Canada Inc. and
) Sun Life Assurance Company of
) Canada

On this 29th day of March, 1989, before me personally appeared Bruce C. Barker to me personally known, who, being by me duly sworn, says that he is the Chairman and Secretary of SLX Canada Inc., that one of the seals affixed to the foregoing instrument is the seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.



Notary Public in and for the
Province of Ontario

(Notarial Seal)

DSM^SLX3:VW